

EXHIBIT D

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Duane Morris®

FIRM and AFFILIATE OFFICES

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MIRANDA & ESTAVILLO

May 12, 2014

FOR PURPOSES OF SETTLEMENT DISCUSSIONS ONLY

EMAIL AND FEDERAL EXPRESS

Kimberly Jordan Donovan, Esquire
Squire Sanders LLP
200 South Biscayne Boulevard
Suite 4100
Miami, FL 33131

Re: Prime Aid Pharmacy Corporation, NCPDP # 3194418

Dear Ms. Donovan:

As you recall this law firm represents Prime Aid Pharmacy Corporation (“Prime Aid”). As you are aware, by letter dated April 4, 2014, Humana Pharmacy Networks (“Humana”) advised Prime Aid that Humana had decided to terminate Prime Aid from participating in its network because it believed that Prime Aid improperly shipped prescription drugs into a jurisdiction in which it was not licensed. We responded to Humana’s letter on April 17, 2014 and are now writing to supplement our response to provide a more detailed explanation for the specific claims which you identified in your April 28, 2014 email. *See* attached Spreadsheet attached hereto as Exhibit A.

As a preliminary matter, Humana has no direct contract with Prime Aid. Humana accesses Prime Aid’s services through Good Neighbor, a Pharmacy Benefit Manager. In point of fact, when the drugs in question were dispensed, Prime Aid was enrolled as a participating provider in Good Neighbor’s pharmacy network to provide retail, mail order, and specialty pharmacy services. *See* Prime Aid’s Good Neighbor Pharmacy Provider Agreement attached as Exhibit B. Moreover, the Medicare Part D Program specifically permits prescriptions to be dispensed via mail order. 42 C.F.R. § 423.120(a)(3). Therefore, there is no legal basis for Humana to dispute these claims merely because the prescriptions were dispensed via mail order.

Duane Morris

Kimberly Jordan Donovan, Esquire

May 12, 2014

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The spreadsheet identifies seven patients: two from Florida and five from Ohio. All of these patients are Medicare patients who require specialty drugs for chronic illnesses, including Hepatitis C, Idiopathic Thrombocytopenic Purpura (low platelets), and Overt Hepatic Encephalopathy. The two patients that Prime Aid shipped medications to in Florida (

) were existing Prime Aid patients who ordered refills of their prescriptions but went on vacation prior to them being dispensed. Each patient requested that the prescription be mailed to them while on vacation in Florida so that their course of treatment would not be interrupted. Prime Aid firmly believes that it was required by New Jersey law to mail the prescriptions to the patients in Florida in order not to endanger the patient's health by interrupting a course of treatment prescribed for a chronic illness. See N.J.A.C. § 45:1-21(c); N.J.A.C. § 3:39-7.4, Fla. Stat. § 465.0275; Fla. Stat. § 381.026. As you may be aware, the interruption of a course of treatment can have devastating effects on chronically ill patients.

With regard to the Ohio patients (

), these patients are existing Prime Aid patients who required specialty medications and requested that their medications be shipped to them in Ohio. Due to the expensive costs of these drugs, they are rarely, if ever, maintained in inventory at local pharmacies. Patients are almost always required to make or use specialty pharmacies, of which there are far fewer in communities (some of which are rural and do not have specialty pharmacies), to fill and oversee administration of these specialty prescriptions. Due to the serious nature of these patients' illnesses, it would have been potentially catastrophic to interrupt their therapeutic regime until their care could be transitioned to a resident specialty pharmacy. Consequently, under Prime Aid's legal obligation not to abandon patients during a course of medical treatment, Prime Aid shipped prescriptions to a limited number of patients in Ohio. See N.J.A.C. § 45:1-21(c); N.J.A.C. § 3:39-7.4. Accordingly, these isolated shipments in emergency situations should not serve as a basis for Humana's termination of Prime Aid from its network.

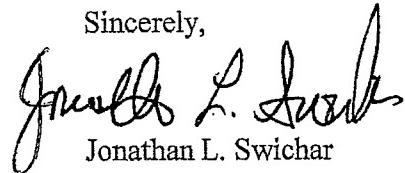
Based upon Prime Aid's long and unblemished history with Humana, we are hopeful that we can informally resolved this issue in a manner which permits Prime Aid to remain in Humana's pharmacy network. In that regard, we propose as a means to resolve this matter, the following: Prime Aid will agree not to ship medications into any State in which it does not hold a license, regardless of circumstances. Rather, Prime Aid will agree to contact Humana if it is requested to ship patients' medications into a state where it is not licensed and allow Humana to direct Prime Aid how to proceed (e.g. transfer the prescription, etc.). In addition, Prime Aid is willing to take whatever other corrective actions are requested by Humana to resolve this issue. If Humana pursues the termination of Prime Aid's participation in its network, we request a hearing to appeal Humana's decision in compliance with New Jersey law.

Duane Morris

Kimberly Jordan Donovan, Esquire
May 12, 2014
Page 3

Please contact me at 215-979-1816 to discuss this issue. We appreciate your cooperation in this matter.

Sincerely,



Jonathan L. Swichar

JLS:rmc
Enclosure

cc: Prime Aid Pharmacy Corp.
Michael M. Mustokoff, Esquire
(both w/o enc.)

Exhibit A

3194418	PRIME AID	0000000275	319	1	THE CHRIST	0000548389	3/7/2014
3194418	PRIME AID	0000000275	319	1	THE CHRIST	0000548389	3/7/2014
3194418	PRIME AID	0000000233	320	7	HUMANA	0000258339	3/3/2014
3194418	PRIME AID	0000000304	320	7	HUMANA	0000258243	3/3/2014
3194418	PRIME AID	0000000301	320	7	HUMANA	0000258243	3/3/2014
3194418	PRIME AID	0000000304	320	7	HUMANA	0000258243	3/3/2014
3194418	PRIME AID	0000000301	320	7	HUMANA	0000258243	2/19/2014
3194418	PRIME AID	0000000068	320	7	HUMANA	0000255905	2/5/2014
3194418	PRIME AID	0000000301	320	7	HUMANA	0000258243	2/5/2014
3194418	PRIME AID	0000000301	320	7	HUMANA	0000258243	1/22/2014
3194418	PRIME AID	0000000233	320	7	HUMANA	0000258339	1/15/2014
3194418	PRIME AID	0000000304	320	7	HUMANA	0000258243	1/14/2014
3194418	PRIME AID	0000000304	320	7	HUMANA	0000258243	1/14/2014
3194418	PRIME AID	0000000300	320	7	HUMANA	0000258243	1/7/2014
3194418	PRIME AID	0000000233	320	7	HUMANA	0000247152	12/20/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	12/16/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	12/10/2013
3194418	PRIME AID	0000000233	320	7	HUMANA	0000247152	11/19/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	11/12/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	11/12/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	11/7/2013
3194418	PRIME AID	0000000233	320	7	HUMANA	0000247152	10/16/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	10/8/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	10/8/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	9/12/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	9/10/2013
3194418	PRIME AID	0000000233	320	7	HUMANA	0000247152	9/5/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	8/13/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	8/13/2013
3194418	PRIME AID	0000000233	320	7	HUMANA	0000247152	8/12/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	8/6/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	8/6/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	7/17/2013
3194418	PRIME AID	0000000300	320	7	HUMANA	0000234354	7/17/2013
3194418	PRIME AID	0000000263	320	7	HUMANA	0000247152	7/15/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	5/7/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	5/7/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	5/7/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	5/7/2013
3194418	PRIME AID	0000000267	320	6	HUMANA	0000235412	5/7/2013

OH	45251	11	69	SOVALDI	\$100.00	\$27,200.00		
OH	45251	11	69	RIBAPAK	\$100.00	\$1,024.52		
OH	43302	11	75	XIFAXAN	\$462.74	\$917.96		
OH	45140	11	69	SOVALDI	\$0.00	\$27,300.00		
OH	45246	11	69	SOVALDI	\$1,365.00	\$25,935.00		
OH	45140	11	69	RIBAPAK	\$0.00	\$1,124.52		
OH	45246	11	69	RIBASPER	\$3.75	\$71.37		
FL	33914	11	69	HUMIRA 40	\$1,095.03	\$1,344.01		
OH	45246	11	69	SOVALDI	\$3,214.39	\$24,085.61		
OH	45246	11	69	RIBASPER	\$75.13	\$0.00		
OH	43302	11	75	XIFAXAN	\$455.63	\$925.07		
OH	45140	11	69	RIBAPAK	\$2.55	\$1,121.97		
OH	45140	11	69	SOVALDI	\$5.86	\$27,294.12		
OH	45601	11	69	RIBAVIRIN	\$45.00	\$35.50		
OH	43302	11	75	XIFAXAN	\$69.04	\$1,311.66		
OH	45601	11	69	RIBAVIRIN	\$4.03	\$76.47		
OH	45601	11	69	PEGASYS	\$150.40	\$2,857.55		
OH	43302	11	75	XIFAXAN	\$406.29	\$974.41		
OH	45601	11	69	PEGASYS	\$140.56	\$2,670.56		
OH	45601	11	69	RIBAVIRIN	\$4.03	\$76.47		
OH	45601	11	69	PROMACTA	\$972.49	\$7,077.21		
OH	43302	11	75	XIFAXAN	\$655.83	\$724.87		
OH	45601	11	69	PEGASYS	\$140.56	\$2,670.56		
OH	45601	11	69	RIBASPER	\$3.76	\$71.37		
OH	45601	11	69	RIBASPER	\$3.76	\$71.37		
OH	43302	11	75	XIFAXAN	\$655.83	\$724.87		
OH	45601	11	69	PEGASYS	\$488.04	\$2,323.08		
OH	45601	11	69	RIBASPER	\$3.76	\$71.37		
OH	43302	11	75	XIFAXAN	\$473.29	\$807.41		
FL	33607	11	78	ATORVAST	\$1.15	\$32.07		
FL	33607	11	78	PANTOPRA	\$1.15	\$9.09		
OH	45601	11	69	PEGASYS	\$1,335.28	\$1,475.84		
OH	45601	11	69	RIBASPER	\$59.35	\$15.78		
OH	43302	11	75	XIFAXAN	\$455.63	\$925.07		
FL	33607	11	78	AMLODIPIN	\$1.15	\$11.24		
FL	33607	11	78	PANTOPRA	\$1.15	\$9.09		
FL	33607	11	78	ATORVAST	\$1.15	\$32.07		
FL	33607	11	78	CARVEDILO	\$1.15	\$22.01		
FL	33607	11	75	CLONIDINE	\$1.15	\$5.37		

\$27,300.00	1446680366
\$1,124.52	1446680329
\$1,380.70	1446208714
\$27,300.00	1446533002
\$27,300.00	1446769141
\$1,124.52	3446567025
\$75.13	1445354382
\$2,440.04	3443668814
\$27,300.00	1443647514
\$75.13	1443257976
\$1,380.70	1441525899
\$1,124.52	1441429286
\$27,300.00	1441478830
\$80.50	3446726177
\$1,380.70	1375469688
\$80.50	1374406777
\$3,007.95	1374423542
\$1,380.70	1372304048
\$2,811.12	1371688846
\$80.50	3371623115
\$7,449.70	1371179484
\$1,380.70	1368921286
\$2,811.12	1368122451
\$75.13	1368122459
\$2,811.12	1365521770
\$75.13	1365380689
\$1,380.70	3384822409
\$2,811.12	1362528825
\$75.13	1362577379
\$1,380.70	1362472610
\$33.22	3361821314
\$10.24	3361821317
\$2,811.12	1359840680
\$75.13	1359824258
\$1,380.70	1359633620
\$12.39	1352722264
\$10.24	1352722268
\$33.22	1352722260
\$23.16	1352722252
\$6.52	1352722257

Exhibit B

SCHEDULE 4

Provider Certification, Questionnaire and Type of Service

PSAO is to seek completion of the Provider Certification from each PSAO Pharmacy.

GENERAL INFORMATION		TODAY'S DATE:
NCPDP # <u>2011-01-01-412</u>		INSURANCE CARRIER: <u>Express Scripts</u> (Attach copy of insurance)
(Please attach additional list of pharmacies w/ Identical Federal Tax ID or Chain Code <u>904</u>)		We require a comprehensive general liability coverage of \$1,000,000 per occurrence/\$1,000,000 annual aggregate. A copy of your liability coverage showing these levels must be attached.
NPI# <u>1538792865</u>		HOURS/DAYS OF SERVICE:
LEGAL NAME: <u>Prime Aid Pharmacy Corp</u>		MON-FRI: <u>9:00 A.M. - 11:00 P.M.</u>
DBA NAME: _____		SAT: <u>10:00 A.M. - 6:00 P.M.</u>
PHYSICAL ADDRESS: <u>3915 Bergenline Ave</u>		SUN: <u>10:00 A.M. - 6:00 P.M.</u>
CITY: <u>Union City</u> STATE: <u>NJ</u>		NAME OF CURRENT OWNER: <u>Tiger Fleischman</u>
ZIP: <u>07087</u>		PHARMACIST IN CHARGE: <u>Tiger Fleischman</u> (Attach copy of license)
PHONE: <u>800-731-4553</u>		MEDICAID #: <u>0133159</u>
FAX: <u>201-864-0105</u>		STATE ISSUED FROM: <u>N.J.</u>
FEDERAL TAX ID: <u>20-5632891</u>		STORE LICENSE #: <u>28 RS 00668800</u> (Attach copy of license)
STATE TAX ID: <u>1312439</u>		SOFTWARE VENDOR: <u>Rx Key</u>
STATE ISSUED FROM: <u>N.J.</u>		SWITCHING COMPANY: <u>Relay Health</u>
STORE FEDERAL DEA #: <u>D2-XD886</u> (Attach copy of license)		CONTACT PERSON: <u>Elie Khalife</u>
REMITTANCE ADDRESS (IF DIFFERENT FROM ABOVE)		E-MAIL (if available): <u>elie.khalife@rxkey.net</u>
NAME TO BE PRINTED ON CHECK:		Pharmacy Website: <u>Primeday.com</u>
Prime Aid Pharmacy Corp.		NOTE: It is the responsibility of the provider to notify Express Scripts in writing of any changes to their pharmacy information.
ADDRESS: <u>3915 Bergenline Ave</u>		Provider Directory information may be used like the store directory information to be listed different than above, please contact Express Scripts Network Contracting Management at (800) 226-5943.
CITY: <u>Union City</u>		
STATE ZIP: <u>N.J. 07087</u>		

SCHEDULE 4 - CONTINUED

QUESTIONS SECTION	
1.	Are any of your other pharmacies covered by this contract assigned the same NCPDP file number? If yes, please list NCPDP # & the applicable chain code.
2.	Is this pharmacy an open-door pharmacy where you fill prescriptions for all walk-in customers without restrictions? // no, please provide detailed explanation of pharmacy restrictions.
3.	Do you maintain electronic patient profiles?
4.	Do you review prescriptions dispensed for drug interactions?
5.	Is this pharmacy equipped to submit claims electronically in the most current NCPDP format?
6.	Are you affiliated with a buying group or Co-op other than a PSACO/CSA/CPO? If yes, please list name of affiliated buying group.
7.	Is this pharmacy affiliated with any other pharmacy or entity which presently maintains a pharmacy agreement with ESI? If yes, please list the name of the entity currently holding an agreement with ESI.
8.	Do you provide any special services on a regular basis (e.g. specialty medications)? If yes, please attach detail on services or specialty medications supplied.
9.	In the last 10 years, has your pharmacy or another pharmacy you have owned been disciplined by a State Board of Pharmacy, a government entity or any other regulatory authority (i.e., State or Federal DEA or the State Medical Department)? If yes, please attach explanation or action taken, docket letter, and any other supporting documents from the State Board of Pharmacy, government entity or other regulatory authority.
10.	In the last 10 years, have any of your pharmacists been disciplined by a State Board of Pharmacy (or government entity or any other regulatory authority) (i.e., State or Federal DEA or the State Medical Department)? If yes, please attach details and letter(s) of discipline issued.
11.	In the last 10 years, has the pharmacy undergone conviction and/or any of its currently employed pharmacists been the subject of a civil lawsuit or criminal prosecution for fraud, deceit, deception or similar offense involving moral turpitude? If yes, please attach detailed explanation.
12.	In the last 10 years, has the pharmacy undergone bankruptcy or any debts principals filed for bankruptcy reorganization or made a general assignment in favor of creditors? If yes, please attach detailed explanation.
13.	In the last 10 years, has the pharmacy or any of its principals or partners ever been suspended or excluded by the Office of Inspector General (OIG) from participating in any federal or state health care programs (e.g., Medicare, Medicaid, TRICARE) or by the General Services Administration (GSA) from participating in any government contract services? If yes, please attach detailed explanation (including applicable dates).
14.	Has this Pharmacy participated in an Express Scripts Inc. network before? If yes, when and under what name(s) and NCPDP numbers? (If N/A, checkmark) (319-444-1121) X
15.	Has any of the owners, officers or directors of the Pharmacy owned any other pharmacy that has participated in an Express Scripts Inc. network? If yes, please attach a list of the pharmacies, their NCPDP number(s), and the names of the owners, officers and directors.
16.	Has the Pharmacy ever changed names? If yes, please attach a list of the previous name(s), NCPDP number(s) (if different), and date(s) the name changed.
17.	Has the Pharmacy ever undergone a change in ownership? If yes, please attach a list of the previous owners names, ownership dates and NCPDP number(s) (if different).
18.	Is the Pharmacy a Medicare Part B Provider? If yes, please provide this Pharmacy's Part B Provider Number.

Schedule 4 - 2

SCHEDULE / CONTINUED

Check all that apply	Type of Sales	Estimated % of Total Sales
<input checked="" type="checkbox"/>	Open Door Retail Pharmacy access to walk-in customers	30%
<input checked="" type="checkbox"/>	Mail Order	20%
<input checked="" type="checkbox"/>	Medicare	10%
<input checked="" type="checkbox"/>	Long Term Care/Nursing Home	
<input checked="" type="checkbox"/>	Internet Pharmacy	
<input checked="" type="checkbox"/>	Home Infusion	
<input checked="" type="checkbox"/>	Self Administered Injectable Services	
<input checked="" type="checkbox"/>	Compound Services	
<input checked="" type="checkbox"/>	Other: <i>Specialty</i>	30%
	Total:	100%

I certify that each answer on this Provider Certification (including attachments) is true and correct.

I agree to notify ESI in writing in the event there is any change in the information provided which would make any part of this Provider Certification untrue or inaccurate.

I realize that if any answer is incorrect or changes at any time during the term of the pharmacy's Agreement with ESI and the pharmacy fails to immediately notify ESI in writing of an accurate correction or change, the pharmacy's Agreement with ESI may be immediately terminated by ESI.

I give ESI and its designee(s), if any, permission to contact any individual, company, organization, etc., including state and federal licensing agencies, necessary to verify information submitted herein and to ask questions about disciplinary action, the pharmacy's license or any pharmacist licensed, employed or dispensing prescriptions at the pharmacy.

Initials: *[Signature]*

(Owner/Pharmacist)

NCPDP # 310-1412

Pharmacy Name: *Prudential Pharmacy*

Document Checklist (Copies of all are REQUIRED)

- Enclose a copy of the letter confirming Pharmacy NPI assignment.
- Enclose a copy of both your State Pharmacy Permit and Pharmacist In-Charge License.
- Enclose a copy of your State Board Primary Source Verification (not to be older than 90 days) for both the State Pharmacy Permit and Pharmacist In-Charge License.
- Enclose a copy of your pharmacy's Federal DEA License.
- Enclose a copy of your pharmacy's Insurance Certification - including liability coverage (\$1M per occurrence and \$5M annual aggregate is required).
- Enclose a copy of a completed IRS W-9 Form (Request for Federal Taxpayer Identification Number and Certification) for Provider (or for each Pharmacy location, if Legal Name varies from location to location).
- Enclose a document confirming Provider's Legal Name and Federal Taxpayer Identification Number or, if Legal Name varies from location to location, provide the Federal Taxpayer Identification Number for each Legal Name/Entity (IRS Notice CP575 preferred, or other pre-printed IRS or Federal tax document, i.e., pre-printed tax payment coupon).

STATE-SPECIFIC REQUIREMENTS:

- CALIFORNIA Providers Only: Board of Equalization Seller's Permit.

Schedule 4 - 3

CMS

RX
Systems Inc.

NPI Enumerator

000049

Prime Aid Pharmacy Corp.
Attn: - Wave Sknudler, Attorney
3915 Bergenline Avenue
Union City, NJ 07087

Subject: National Provider Identifier

Enumeration Date: March 1, 2007

A request from a National Provider Identifier (NPI) of the following provider(s) has recently submitted to CMS to have its NPI listed as their contact person. This is to inform you that the request was successfully processed and the following NPI has been assigned: 1588792869.

Prime Aid Pharmacy Corp.
 NIN: 1588792869

Practice Location:
 3915 Bergenline Avenue
 UNION CITY, NJ 07087

Other Identifying Number:
 Issuer: MEDICARE-NPC
 Number: 158879286901
 State: NJ

Provider Taxonomies:
 Taxonomy: 333600003X
 Details: Pharmacy/Community/Retail Pharmacy
 Taxonomy: 333600003X
 License: 2BRS006668900 State: NJ
 Details: Pharmacy - Community/Retail Pharmacy
 This is the Primary Taxonomy.

Taxonomy: 333690011X
 License: 2BRS006668900 State: NJ
 Details: Pharmacy - Specialty Pharmacy

Taxonomy: 3336M0002X
 License: 2BRS006668900 State: NJ
 Details: Pharmacy - Mail Order Pharmacy

CMS/

FOX
Systems Inc.

NPI Enumerator

If you have any questions about this notification you may contact the NPI Enumerator at:

NPI Enumerator

P.O. Box 1605

Rockville, MD 20850

1-800-465-7203 (NPI Toll-Free)

1-800-692-2326 (NPI TTY)

customerservice@npienumerator.com

You may view or change this provider's NPIBS information by logging onto the NPIBS website at <http://npibs.hrsa.hhs.gov>.

Please note: If you are not the provider, you are required to inform the provider of the information in this letter and furnish a copy of this notification to the provider.